

NW

RECORDATION NO. *8084-B*

Filed & Recorded

November 19, 1976

NOV 26 1976 • 11 22 AM

INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

6-331A045
NOV 26 1976

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ICC Washington, D. C.

FEE OPERATION
I.C.C.

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RECEIVED

Dear Mr. Oswald:

In accordance with Section 20c of the Interstate Commerce Act and Part 57 of the Commission's rules, there are enclosed for recordation original counterparts numbered 1, 2, 3, 4 and 5 of a Supplemental Agreement, dated as of November 10, 1976, to Norfolk and Western Railway Equipment Trust, Series No. 2.

The Equipment Trust Agreement, dated as of October 1, 1975, establishing Norfolk and Western Railway Equipment Trust, Series No. 2, was filed with the Commission on October 20, 1975, under Recordation No. 8084. The equipment covered by the Supplemental Agreement is intended for use in connection with interstate commerce.

There is also enclosed a voucher payable to the order of the Interstate Commerce Commission for \$10, covering the recordation fee for this supplement. The names and addresses of the parties to the supplement are as follows:

Railroad: Norfolk and Western Railway Company
8 North Jefferson Street
Roanoke, Virginia 24042

Bank: First Pennsylvania Bank N.A.
15th and Chestnut Streets
Philadelphia, Pennsylvania 19101

The above supplement provides for the assignment of 22 100-ton hopper cars, Nos. 140360-140381, to the above Equipment Trust Agreement.

After the enclosed supplement has been duly recorded, please return the original counterparts numbered 1, 2 and 3 bearing the ICC recordation data to our representative who delivered these instruments to you.

Yours very truly,

Encl.
Norfolk and Western Railway Company
Roanoke, Virginia 24042

James T. Valleroy
Assistant Treasurer

*J. T. Valleroy**C. H. Kunkle**C. Valleroy*

ORIGINAL COUNTERPART
NO. 4

RECORDATION NO. 8084-B Filed & Recorded

NOV 26 1976 11 25 AM

INTERSTATE COMMERCE COMMISSION

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES NO. 2

SUPPLEMENTAL AGREEMENT

Dated as of November 10, 1976

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of October 1, 1975

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of November 10, 1976, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series No. 2," was created by an Equipment Trust Agreement dated as of October 1, 1975 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

The Trust Agreement also provides that if the aggregate final Cost (as defined in the Trust Agreement) of the Trust Equipment shall be less than 125% of the aggregate principal amount of trust certificates issued thereunder (the "Trust Certificates"), the Company will cause to be transferred to the Trustee additional Trust Equipment in such amount and of such cost that the aggregate final Cost of the Trust Equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder.

The Company has determined that the aggregate final Cost of the Trust Equipment specifically described in the Trust Agreement is less than 125% of the aggregate principal amount of Trust Certificates issued thereunder and now desires to cause to be transferred to the Trustee additional Trust Equipment.

* * * * *

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
22	100-ton hopper cars, numbered 140360-140381, inclusive, Norfolk and Western Railway Company, builder	\$25,050	\$551,100

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of November 10, 1976, may be executed in any number

of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

ATTEST:

D. E. Middleton
Secretary

NORFOLK AND WESTERN RAILWAY COMPANY

By

John N. T. [Signature]
Vice President - Finance

FIRST PENNSYLVANIA BANK N.A., as
Trustee

ATTEST:

A. P. Roman
ASSISTANT Secretary

By

Wm. [Signature]
Vice President

COMMONWEALTH OF VIRGINIA)
) ss.:
 CITY OF ROANOKE)

On this *19th* day of *November*, 1976, before me personally appeared John R. Turbyfill, to me personally know, who, being by me duly sworn, says that he is Vice President - Finance of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

My Commission Expires April 5, 1977

Judy A. DeLauney
 Notary Public

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
 COUNTY OF PHILADELPHIA)

On this *9th* day of *November*, 1976, before me personally appeared *H. M. Kays*, to me personally known, who, being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Elizabeth J. Sabedra
 Notary Public

ELIZABETH J. SABEDRA
 Notary Public, Philadelphia, Philadelphia, Co.
 My Commission Expires April 14, 1980